

2022 NOTICE OF ANNUAL MEETING

10.00am, Friday 4 November 2022



Letter from the Chair

6 October 2022

On behalf of the Board of directors I am pleased to invite you to the 2022 Annual Meeting of Spark New Zealand Limited ("Spark"), which will be held at Spark City Conference Centre, Level 2, 167 Victoria Street West, Auckland at 10.00am on Friday 4 November 2022 (New Zealand time).

After holding our annual meetings virtually for the last two years due to COVID-19, we are pleased to return to a hybrid meeting this year offering our shareholders the opportunity to attend the meeting in person if they so choose. Health and safety is a top priority for Spark, and we will continue to monitor the situation as it relates to COVID-19 and will adapt accordingly if required. The Board and I very much appreciate shareholders' support and understanding as we continue to navigate a dynamic environment while ensuring that we are keeping our shareholders and Spark people safe.

Shareholders are also able to attend the Annual Meeting online via the Virtual Annual Meeting portal at virtualmeeting.co.nz/spark2022 or by telephone from New Zealand by dialling **0800 449 170** or from Australia by dialling **1800 896 574**. Please read the procedural notes for further detail.

Items of Business

- A. Chairperson's Address
- B. Chief Executive Officer's Review
- C. Resolutions

To consider, and if thought fit, pass the following resolutions:

1. **Auditor's remuneration:** That the directors of Spark are authorised to fix the auditor's remuneration for the ensuing year.
2. **Re-election of Mr Gordon MacLeod:** That Mr Gordon MacLeod (appointed as a director of Spark by the Board with effect from 1 August 2022) who retires and is eligible for re-election, is re-elected as a director of Spark.
3. **Re-election of Ms Sheridan Broadbent:** That Ms Sheridan Broadbent (appointed as a director of Spark by the Board with effect from 1 August 2022) who retires and is eligible for re-election, is re-elected as a director of Spark.
4. **Re-election of Mr Warwick Bray:** That Mr Warwick Bray, who retires by rotation and is eligible for re-election, is re-elected as a director of Spark.
5. **Re-election of Ms Justine Smyth:** That Ms Justine Smyth, who retires by rotation and is eligible for re-election, is re-elected as a director of Spark.
6. **Re-election of Ms Jolie Hodson:** That Ms Jolie Hodson, who retires by rotation and is eligible for re-election, is re-elected as a director of Spark.

Resolutions 1 to 6 above are to be considered as ordinary resolutions and, to be passed, require the approval of more than 50% of the votes of those shareholders entitled to vote and voting on the resolution.

For more information on the resolutions, please see the Explanatory Notes.

- D. Shareholder Questions

By Order of the Board of Spark New Zealand Limited



Justine Smyth
Chair, Spark New Zealand Limited
6 October 2022

COVID-19 Implications

Health and safety is a top priority for Spark. If you are unwell or experiencing any flu like symptoms, we respectfully ask you utilise the virtual and telephone attendance options provided and do not attend the physical meeting to protect the safety of others.

Spark continues to monitor the dynamic situation in New Zealand closely with regard to COVID-19. As a result, Spark may, in its sole

discretion, elect to hold the Annual Meeting as a virtual only meeting if Spark considers there are potential risks to the health of meeting attendees or if an in-person meeting is prohibited by law.

In such circumstances, Spark will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on Spark's website at investors.sparknz.co.nz.

Explanatory Notes



Resolution 1: Fixing the remuneration of the auditor, Deloitte

Pursuant to section 207T of the Companies Act 1993, Deloitte is automatically reappointed at the Annual Meeting as auditor of Spark. The proposed resolution is to authorise the directors under section 207S of the Companies Act 1993 to fix the remuneration of the auditor, Deloitte for the ensuing year.

Deloitte was first appointed as auditor in 2020.

Mr Jason Stachurski was the lead audit partner for the financial year ending 30 June 2022.

In August 2022 the Audit and Risk Management Committee assessed and confirmed the independence of Deloitte after consideration of the External Audit Independence Policy criteria.



Resolution 2: Rotation and re-election of Mr Gordon MacLeod

Under NZX Listing Rule 2.7.1 a Director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment. Mr Gordon MacLeod has been appointed as a non-executive director with effect from 1 August 2022. Mr Gordon MacLeod accordingly retires and offers himself for re-election at the 2022 Annual Meeting. Mr Gordon MacLeod is considered by the Board to be independent.

Term of Office:

Appointed with effect from 1 August 2022.

Board Committees:

Member of the Audit and Risk Management Committee and member of the Nominations and Corporate Governance Committee

Biography:

Gordon joined the Board in August 2022. He is a highly credentialed business leader, who held a range of senior executive roles over a 15-year tenure at Ryman Healthcare Group, where he most recently served as CEO. Prior to this Gordon was a Corporate Finance and Advisory Partner with PWC and was also the Finance Director of a Hi-Tech UK listed company based on the Cambridge Science Park in England. Gordon is an independent Director of NZX listed Delecta Group and is also a trustee of Breast Cancer Foundation NZ. He holds a Bachelor of Commerce from the University of Canterbury, is a Chartered Accountant Fellow, and a Member of the Institute of Directors.



Resolution 3: Rotation and re-election of Ms Sheridan Broadbent

Under NZX Listing Rule 2.7.1 a Director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment. Ms Sheridan Broadbent has been appointed as a non-executive director with effect from 1 August 2022. Ms Sheridan Broadbent accordingly retires and offers herself for re-election at the 2022 Annual Meeting. Ms Sheridan Broadbent is considered by the Board to be independent.

Term of Office:

Appointed with effect from 1 August 2022.

Board Committees:

Member of the Human Resources and Compensation Committee and member of the Nominations and Corporate Governance Committee

Biography:

Sheridan joined the Board in August 2022 with an executive and governance career spanning telecommunications, ICT, infrastructure, and energy. Her governance experience includes her role as Independent Director for Manawa Energy, Cloudsource Holding (Safer Me), Chair-elect of Pipeline and Civil Group, and member of the Government's Cyber Security Advisory Committee. Previous governance experience includes her roles as Chair of Kordia and Director of Transpower. Sheridan holds a Bachelor of Commerce from the University of Auckland, is a Chartered Member of the Institute of Directors, and is a graduate member of the Australian Institute of Company Directors.



Resolution 4: Re-election of Mr Warwick Bray

Non-executive director Mr Warwick Bray retires by rotation pursuant to NZX Listing Rule 2.7.1 and offers himself for re-election. Mr Warwick Bray is considered by the Board to be independent.

Term of Office:

Appointed 23 September 2019 and last re-elected at the 2019 Annual Meeting.

Board Committees:

Member of the Audit and Risk Management Committee and member of the Nominations and Corporate Governance Committee

Biography:

Warwick joined the Board in September 2019. He brings global experience in the international telecommunications, technology and media sectors, most recently in senior executive roles at Telstra where his executive roles comprised Chief Financial Officer, Group Managing Director Product, Executive Director Mobile and Head of Corporate Strategy. Prior to Telstra, roles included Managing Director at JP Morgan (London) in telecommunications equity research and Partner at McKinsey & Company (London), advising telecommunications companies. Warwick has served on the GSMA strategy committee, the boards of Hong Kong mobile business CSL and Australian pay TV operator Foxtel and as Chairman of the Australian Mobile Telecommunications Association. He holds a Bachelor of Science (Hons) and a Masters in Business Administration from the University of Melbourne.



Resolution 5: Re-election of Ms Justine Smyth, CNZM

Non-executive director Ms Justine Smyth retires by rotation pursuant to NZX Listing Rule 2.7.1 and offers herself for re-election. Ms Justine Smyth is considered by the Board to be independent.

Term of Office:

Appointed 1 December 2011 and last re-elected at the 2019 Annual Meeting.

Board Committees:

Member of the Human Resources and Compensation Committee and member of the Nominations and Corporate Governance Committee

Biography:

Justine joined the Board in December 2011 and became Chair in 2017. She has extensive experience in governance, mergers and acquisitions, taxation, and the financial performance of large corporate enterprises as well as small and medium enterprises (SMEs). Her background is in finance and business management, having been a Partner with Deloitte and Group Finance Director at Lion Nathan. Justine is currently Chair of The Breast Cancer Foundation New Zealand and a former director of Auckland International Airport Limited. Justine has a Bachelor of Commerce from the University of Auckland and is a Fellow of Chartered Accountants of Australia and New Zealand and a Chartered Fellow of the Institute of Directors. In 2020 Justine was appointed a Companion of the New Zealand Order of Merit for services to governance and women.



Resolution 6: Re-election of Ms Jolie Hodson

Executive director Ms Jolie Hodson retires by rotation pursuant to NZX Listing Rule 2.7.1 and offers herself for re-election. Ms Jolie Hodson is considered by the Board not to be independent.

Term of Office:

Appointed 23 September 2019 and last re-elected at the 2019 Annual Meeting.

Board Committees:

Member of the Nominations and Corporate Governance Committee

Biography:

Jolie became Chief Executive Officer on 1 July 2019 and joined the Board in September 2019. As Chief Executive Officer Jolie is responsible for ensuring Spark has a sound strategy and applies her leadership to delivering on that strategy, while building a leadership team around her and a business that is able to adapt to the fast-changing world of digital services. Jolie joined Spark in 2013 as CFO and held the roles of CEO Spark Digital and Customer Director before being appointed CEO on 1 July 2019. Since joining the company, Jolie has played a pivotal role in transforming Spark from a legacy telco to a growing digital services company. Prior to joining Spark Jolie worked for 20 years in a range of senior roles for the Lion Group and Deloitte. She has a Bachelor of Commerce from the University of Auckland and is a Fellow of Chartered Accountants of Australia and New Zealand.

Procedural Notes

This year shareholders may attend the Annual Meeting either in person or virtually via an online portal or by telephone.

Attending in Person

If you wish to vote in person, you should attend the Annual Meeting where you will be issued with a voting card. Please bring your proxy form with you to the meeting (enclosed with this notice) to assist with your registration.

Online Participation

Shareholders may also attend the Annual Meeting virtually via an online portal, where they can watch the Annual Meeting, vote and ask questions during the Annual Meeting. Shareholders attending virtually will require their Holder Number for verification purposes. Shareholders attending virtually will be able to ask questions during the Annual Meeting via the 'Ask a Question' functionality or via telephone. Spark's virtual Annual Meeting portal can be found at virtualmeeting.co.nz/spark2022. If you require any help using the online portal prior to our Annual Meeting, from New Zealand please dial **0800 200 220** or from Australia please dial **1800 990 363**. A user guide can be found under the Annual Meeting section of our website at investors.sparknz.co.nz.

Telephone Participation

Shareholders who participate by phone will be able to hear the meeting, ask questions and vote at the appropriate times during the meeting. Voting will be conducted at the conclusion of the meeting. Please follow the voting instructions provided by the call facilitator.

To participate in the Annual Meeting by telephone in New Zealand please dial **0800 449 170** or from Australia please dial **1800 896 574**.

Shareholders attending by phone will require their unique PIN for verification purposes. Your unique PIN can be found at the top of the Proxy Form that accompanies this notice. Please disregard the PIN on your Proxy Form if you will be attending the meeting in person or virtually via the online portal.

ADR Holders

ADR holders are able to attend the meeting online as a registered visitor and can view the live webcast (see further instructions below) but unfortunately are not able to vote or ask questions via the online portal. ADR holders are encouraged to vote via the ADR proxy vote process facilitated by the Bank of New York Mellon, as the ADR depository bank, and your securities bank/broker.

To view the webcast, go to virtualmeeting.co.nz/spark2022.

Voting Entitlements

Only shareholders whose names are registered on the Spark share register at 5.00 pm on Wednesday 2 November 2022 (New Zealand time) are entitled to vote, and only shares registered in the names of those shareholders at that time may be voted at the Annual Meeting.

Proxy Voting

If you cannot attend the Annual Meeting and choose not to participate by telephone or virtually via the Annual Meeting portal, you are encouraged to appoint a proxy to attend and vote on your behalf.

Appointing a proxy

Shareholders entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote on their behalf. A body corporate that is a shareholder may appoint a person to attend the meeting as its representative in the same manner that it would appoint a proxy. A proxy need not be a Spark shareholder.

The Chair of the meeting or any other director is willing to act as proxy for any shareholder who appoints him or her for that purpose. The Chair of the meeting and the directors of Spark intend to vote all discretionary proxies, for which they have authority to vote, in favour of all of the resolutions 1-6.

If, in appointing your proxy, you do not name a person as your proxy (either online or on your proxy form), or your proxy does not attend

the Annual Meeting, the Chair of the meeting will be your proxy and may vote only in accordance with your express direction.

A proxy is able to vote on motions from the floor and/or any resolutions put before the meeting to amend the resolutions stated in this notice.

Shareholders can appoint a proxy by completing the enclosed proxy form and returning it to Link Market Services Limited by email or mail as set out in the proxy form.

Online proxy voting

Alternatively, shareholders can elect to lodge their proxy appointment online by visiting vote.linkmarketservices.com/SPK.

Holders on the New Zealand register will be required to enter their Holder Number and Authorisation Code (FIN) to complete the online validation process to securely appoint a proxy online.

Holders on the Australian register will be required to enter their Holder Number and postcode or country of residence to complete the online validation process to securely appoint a proxy online.

All online or postal proxy appointments must be received by Link Market Services Limited via mail or email no later than 10am on Wednesday 2 November 2022 (New Zealand time).

Shareholder Questions

We want to make it as easy as possible for shareholders to ask questions at the Annual Meeting. Shareholders present at the Annual Meeting or attending virtually via the online portal or by telephone will have the opportunity to ask questions during the Annual Meeting.

Shareholders who cannot attend the Annual Meeting

If you cannot attend the Annual Meeting but would like to ask a question you can submit a question by completing the shareholder question section on the Proxy Form and returning it to Link Market Services Limited, or online by going to vote.linkmarketservices.com/SPK. After completing the online validation process choose "Questions". Shareholder questions will need to be submitted by 5.00 pm Friday 28 October 2022 (New Zealand Time).

Online Questions

Shareholders attending the online Annual Meeting will be able to submit questions via the "Ask a Question" functionality in the online portal. Questions can be submitted via the online portal 30 minutes before the meeting begins or at any time during the Annual Meeting. We encourage shareholder to submit questions as early as possible to ensure that as many questions as possible are received and addressed at the appropriate time during the meeting.

Please note in order to "Ask a Question" via the online portal shareholders must have completed the registration process to vote in order to validate themselves as a shareholder and make the "Ask a Question" functionality available.

Telephone Questions

Shareholders are also able to ask questions by telephone. This is a great option for shareholders who may be less confident navigating a computer or may find typing a question challenging. Asking a question by telephone also allows the opportunity for follow up questions to be asked in real-time. To ask a question by telephone in New Zealand please dial **0800 449 170** or from Australia please dial **1800 896 574**. We recommend shareholders wanting to ask questions by telephone dial into the Annual Meeting as early as possible. To queue for a question please dial *1. The operator will announce your name and invite you to ask your question at the appropriate time during the meeting.

Webcast

The Annual Meeting will be webcast live on the internet. To view the webcast, go to virtualmeeting.co.nz/spark2022.

Venue & Parking

Spark's Annual Meeting will be held at:

Spark City Conference Centre, Level 2, 167 Victoria Street West, Auckland, New Zealand

For parking options go to:

at.govt.nz/driving-parking/find-parking/parking-in-central-auckland/

For public transport options go to at.govt.nz/bus-train-ferry